

RECORDATION NO. 29957 FILED

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SURFACE TRANSPORTATION BOARD

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November 1, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of April 5, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: BBRX Five LLC
545 Steamboat Road
Greenwich, CT 06830

Lessee: Kansas City Power & Light Company
1201 Walnut Street
Kansas City, MO 64106

Section Chief
November 1, 2011
Page 2

A description of the railroad equipment covered by the enclosed document
is

150 railcars within the series BNBX 5003 – BNBX 5030 and BNBX 8003 –
BNBX 8250 as more particularly set forth in the attachment to the
document

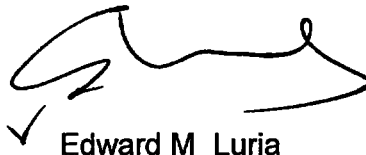
A short summary of the document to appear in the index is:

Memorandum of Full Service Railcar Lease.

Also enclosed is a check in the amount of \$41 00 payable to the order of
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to be "E. M. Luria", with a checkmark to the left of the signature.

Edward M Luria

EML/sem
Enclosures

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MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of April 5, 2011 to that certain Master Full Service Railcar Lease dated as of April 5, 2011 and Schedule No. 01 thereto dated as of April 5, 2011 between BBRX FIVE LLC, a Delaware limited liability company (the "Lessor") and KANSAS CITY POWER & LIGHT COMPANY a Missouri corporation (the "Lessee" and together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and Lessee have entered into that certain Master Full Service Railcar Lease dated April 5, 2011 and Schedule No. 01 thereto dated April 5, 2011 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.


NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]


I certify that I hold the title set forth below, that this instrument was executed on behalf of the Lessor by authority of its Board of Directors as of the date set forth below and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

BBRX FIVE LLC, as Lessor

By: 
Name: Larry Littlefield
Title: Vice President
Date: April 5, 2011

I certify that I hold the title set forth below, that this instrument was executed on behalf of the Lessee by authority of its Board of Directors as of the date set forth below and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

KANSAS CITY POWER & LIGHT COMPANY, as Lessee

By: 
Name: Eric Peterson
Title: Director Supply Resources
Date: APPROVED MAR 30 2011

Approved as to Legal Form
PJV 3/28/11
KCPL Law Dept.

EXHIBIT A
MEMORANDUM OF FULL SERVICE RAILCAR LEASE

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>			
One Hundred Fifty (150)	4520 CF Aluminum body BethGon Coalporter railcars, 286,000 lbs. GRL, AAR Car Type Code J311, built in 2001/2002 by Johnstown America Corporation	BNBX	5003	BNBX	8041
		BNBX	5005	BNBX	8042
		BNBX	5006	BNBX	8047
		BNBX	5007	BNBX	8048
		BNBX	5009	BNBX	8049
		BNBX	5011	BNBX	8050
		BNBX	5013	BNBX	8051
		BNBX	5014	BNBX	8052
		BNBX	5016	BNBX	8053
		BNBX	5017	BNBX	8055
		BNBX	5018	BNBX	8057
		BNBX	5019	BNBX	8059
		BNBX	5020	BNBX	8060
		BNBX	5022	BNBX	8064
		BNBX	5023	BNBX	8066
		BNBX	5024	BNBX	8069
		BNBX	5025	BNBX	8071
		BNBX	5027	BNBX	8072
		BNBX	5028	BNBX	8075
		BNBX	5029	BNBX	8076
		BNBX	5030	BNBX	8077
		BNBX	8003	BNBX	8079
		BNBX	8008	BNBX	8082
		BNBX	8009	BNBX	8083
		BNBX	8012	BNBX	8085
		BNBX	8017	BNBX	8086
		BNBX	8018	BNBX	8088
		BNBX	8019	BNBX	8089
		BNBX	8020	BNBX	8090
		BNBX	8022	BNBX	8092
		BNBX	8024	BNBX	8094
		BNBX	8026	BNBX	8096
		BNBX	8028	BNBX	8097
		BNBX	8030	BNBX	8098
		BNBX	8032	BNBX	8102
		BNBX	8034	BNBX	8103
		BNBX	8035	BNBX	8108
		BNBX	8037	BNBX	8109
		BNBX	8038	BNBX	8110

BNBX	8114	BNBX	8198
BNBX	8118	BNBX	8202
BNBX	8119	BNBX	8203
BNBX	8123	BNBX	8205
BNBX	8126	BNBX	8206
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BNBX	8131	BNBX	8218
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BNBX	8136	BNBX	8227
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CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 11/1/2011

Edward M Luria
Edward M Luria